

**RESOLUTION
OF
THE BOARD OF DIRECTORS OF THE
WASHINGTON STATE HEALTH INSURANCE POOL
APPROVING INDEMNIFICATION OF EMPLOYEES**

Adopted May 10, 2007

Reviewed by Governance Committee January 2012; no changes recommended

WHEREAS, Article IX of the Articles of Organization of the Washington State Health Insurance Pool (“WSHIP”) provides:

“WSHIP shall indemnify any director or officer of WSHIP who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in WSHIP, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that WSHIP shall only indemnify a director or officer seeking indemnification in connection with a proceeding initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article and a court or an arbitrator determines that the director is entitled to all of the relief claimed.”

WHEREAS, Article IX of the Articles of Organization of WSHIP further provides:

“Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding by reason of the position held in WSHIP, shall be advanced by WSHIP to the full extent allowed by applicable law, as presently in effect and as hereafter amended, unless and until it is determined that such person is not entitled to be indemnified. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding by reason of the position held by such person or entity in WSHIP may be, but is not required to be, advanced by WSHIP prior to the final disposition of such proceeding up to the full extent allowed by applicable law, as presently in effect and as hereafter amended, unless and until it is determined that such person is not entitled to be indemnified. Expenses shall not be advanced to any director, officer, employee or agent unless that person first promises in a writing delivered to WSHIP to repay all amounts advanced by WSHIP in the event that it is later determined that such person is not entitled to be indemnified.”

WHEREAS, Article IX of the Articles of Organization of WSHIP further provides that the Board of Directors may, by resolution or contract, indemnify an employee to such degree as the Board of Directors determines to be reasonable, appropriate and consistent with applicable law, and to be in the best interests of WSHIP;

WHEREAS, the Board of Directors has determined that it is in the best interests of WSHIP to extend the same indemnification protection, as is provided in the Articles of Organization to its directors and officers, to its employees;

IT IS HEREBY RESOLVED BY THE BOARD OF DIRECTORS OF THE WASHINGTON STATE HEALTH INSURANCE POOL:

WSHIP shall indemnify and advance expenses to its employees to the same extent as to a director or officer pursuant to the provisions of Article IX of the Articles of Organization of WSHIP.